

RECORDATION NO. 23683 -D  
FILED

JUN 16 '09 -2 0 0 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1984)

OF COUNSEL  
URBAN A. LESTER

June 16, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: CIT Rail Trust 2001-1G

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement 2G (CIT Rail Trust 2001-1G), dated June 5, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 23683.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest, National  
Association, not in its individual capacity but  
solely as Owner Trustee  
299 South Main Street, 12<sup>th</sup> Floor  
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.  
11 West 42<sup>nd</sup> Street  
New York, NY 10017

Anne K. Quinlan, Esquire  
June 16, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

4 locomotives have been remarked and renumbered INRD 9001, INRD 9002, INRD 9003 and INRD 9007 (previously marked CEFX 123, CEFX 124, CEFX 126 and CEFX 129, respectively).

A short summary of the document to appear in the index is:

Lease Supplement 2G (CIT Rail Trust 2001-1G).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

EXECUTION TEXT

LEASE SUPPLEMENT 2G  
(CIT Rail Trust 2001-1G)

This Lease Supplement 2G, dated June 5, 2009, between WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and THE CIT GROUP/EQUIPMENT FINANCING INC., a Delaware corporation ("Lessee");

Witnesseth:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1G) dated as of September 28, 2001 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

Section 4.2 of the Lease provides for the execution and delivery of one or more Lease Supplement substantially in the form hereof for, among other things, the purpose of substituting the reporting mark of any Unit with a replacement reporting mark (a "Replacement Mark"), which shall be filed and recorded in all public offices where the Less has been filed or recorded.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor and Lessee hereby agree that the reporting mark of each Unit listed on the attached Schedule 1 (the "Current Mark") shall be substituted with the Replacement Mark listed opposite each such unit on Schedule 1.
2. Lessee shall cause this Lease Supplement to be recorded with the Surface Transportation Board and in all other public offices where the Lease has been filed or recorded.
3. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
4. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
5. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or

(Lease Supplement 2G)

regulation.

6. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

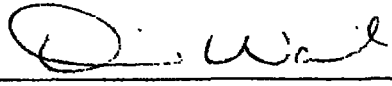
\* \* \*

*(Lease Supplement 2G)*

NY1 #3511893

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

WELLS FARGO BANK NORTHWEST, N.A.  
as Lessor

By: 

Name:

**David Wall**

Title:

**Assistant Vice President**

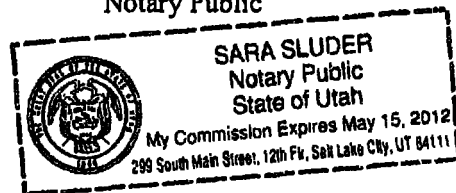
STATE OF **Utah** )  
 ) SS.:  
COUNTY OF **Salt Lake**

On this 5<sup>th</sup> day of June, 2009 before me personally appeared David Wall, to me personally known, who being duly sworn, says that he/she is the A.V.P. of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sara Sluder

Notary Public

My commission expires: \_\_\_\_\_



THE CIT GROUP/EQUIPMENT FINANCING, INC.  
as Lessee

By: Catherine Strick  
Name: Catherine Strick  
Title: Vice President

STATE OF Illinois )  
 ) SS.:  
COUNTY OF Cook )

On this 4<sup>th</sup> day of June, 2009 before me personally appeared Christopher Higgins to me personally known, who being duly sworn, says that he/she is the Vice President of The CIT Group/Equipment Financing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rachel Moton  
Notary Public

My commission expires: 02/06/12





Receipt of this original counterpart of the foregoing Lease Supplement is hereby  
acknowledged on this 5 day of May, 2009.

*June*

MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee

By: 

Name:

**Dante Monakil**

Title:

**Vice President**

STATE OF DELAWARE)

) SS.:

COUNTY OF NEW CASTLE

On this 4th day of June, 2009 before me personally appeared DANIEL M. MONAKIL to me personally known, who being duly sworn, says that he/she is the V.P. of Manufacturers and Traders Trust Company, as Indenture Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joan F. Wilson  
Notary Public

My commission expires: 9-23-10

**JOAN F. WILSON**  
**NOTARY PUBLIC**  
**STATE OF DELAWARE**  
My commission expires Sept. 23, 2010

**SCHEDULE 1**

**SCHEDULE OF CHANGE TO RECORDING MARKS &  
NUMBERS**

**Car**  
**Type: D127**

**Description: (4) EMD SD 90 MAC**  
**Locomotives**

<u>Current Mark &amp; Number</u>		<u>Replacement Mark &amp; Number</u>	
CEFX	123	INRD	9001
CEFX	124	INRD	9002
CEFX	126	INRD	9003
CEFX	129	INRD	9007

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/16/09



\_\_\_\_\_  
Robert W. Alvord